

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

CIVIL ACTION NO.:
04-12317WGY

AMERICAN TOWER CORPORATION,
Plaintiff,

v.

J.L.B. CONSTRUCTION, INC., 21st
CAPITAL CORPORATION, PRIME
COMMUNICATIONS, LLC, AMF
ELECTRICAL CONTRACTORS, INC.,
HEINZ CORPORATION, DANIEL
WENESS CONSTRUCTION,
WESTERN STATES TOWER, LLC,
WEST CENTRAL CONSULTING
SERVICES, INC., STEWART
ELECTRIC, INC., GLOBAL TOWER
SERVICE, ADVANCED LIGHTNING
TECHNOLOGY, INC., and GULF
COAST STEEPLEJACK,

Defendants.

ANSWER AND CROSS-CLAIM OF DEFENDANT 21st CAPITAL CORPORATION

The Defendant, 21st Capital Corporation, hereby answers the Plaintiff's Complaint.

1. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 1 and calls upon the Plaintiff to prove same.
2. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 2 and calls upon the Plaintiff to prove same.
3. Admitted.
4. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 4 and calls upon the Plaintiff to prove same.

5. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 5 and calls upon the Plaintiff to prove same.

6. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 6 and calls upon the Plaintiff to prove same.

7. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 7 and calls upon the Plaintiff to prove same.

8. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 8 and calls upon the Plaintiff to prove same.

9. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 9 and calls upon the Plaintiff to prove same..

10. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 10 and calls upon the Plaintiff to prove same.

11. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 11 and calls upon the Plaintiff to prove same.

12. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 12 and calls upon the Plaintiff to prove same.

JURISDICTION

13. Admitted.

FACTUAL BACKGROUND

I. The Master Contract Agreement

14. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 14 and calls upon the Plaintiff to prove same.

15. The Defendant is without knowledge or information sufficient to form a belief as to the

truth of the allegation contained in Paragraph 15 and calls upon the Plaintiff to prove same.

16. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 16 and calls upon the Plaintiff to prove same.

17. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 17 and calls upon the Plaintiff to prove same.

18. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 18 and calls upon the Plaintiff to prove same.

19. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 19 and calls upon the Plaintiff to prove same.

20. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 20 and calls upon the Plaintiff to prove same.

21. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 21 and calls upon the Plaintiff to prove same.

22. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 22 and calls upon the Plaintiff to prove same.

II. The Purchase Orders, Sites and Subcontractors

The Bayou LaBatre Site

23. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 23 and calls upon the Plaintiff to prove same.

24. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 24 and calls upon the Plaintiff to prove same.

25. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 25 and calls upon the Plaintiff to prove same.

26. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 26 and calls upon the Plaintiff to prove same.

The Chapel Church Site

27. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 27 and calls upon the Plaintiff to prove same.

28. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 28 and calls upon the Plaintiff to prove same.

29. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 29 and calls upon the Plaintiff to prove same.

30. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 30 and calls upon the Plaintiff to prove same.

The China Wok Site

31. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 31 and calls upon the Plaintiff to prove same.

32. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 32 and calls upon the Plaintiff to prove same.

33. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 33 and calls upon the Plaintiff to prove same.

34. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 34 and calls upon the Plaintiff to prove same.

The Claiborne Site

35. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 35 and calls upon the Plaintiff to prove same.

36. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 36 and calls upon the Plaintiff to prove same.

37. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 37 and calls upon the Plaintiff to prove same.

38. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 38 and calls upon the Plaintiff to prove same.

The Cleveland Site

39. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 39 and calls upon the Plaintiff to prove same.

40. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 40 and calls upon the Plaintiff to prove same.

41. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 41 and calls upon the Plaintiff to prove same.

42. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 42 and calls upon the Plaintiff to prove same.

The Columbus Site

43. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 43 and calls upon the Plaintiff to prove same.

44. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 44 and calls upon the Plaintiff to prove same.

45. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 45 and calls upon the Plaintiff to prove same.

The Forney Site

46. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 46 and calls upon the Plaintiff to prove same.

47. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 47 and calls upon the Plaintiff to prove same.

48. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 48 and calls upon the Plaintiff to prove same.

The Fowl River Site

49. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 49 and calls upon the Plaintiff to prove same.

50. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 50 and calls upon the Plaintiff to prove same.

51. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 51 and calls upon the Plaintiff to prove same.

52. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 52 and calls upon the Plaintiff to prove same.

The Graytak Site

53. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 53 and calls upon the Plaintiff to prove same.

54. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 54 and calls upon the Plaintiff to prove same.

55. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 55 and calls upon the Plaintiff to prove same.

56. The Defendant is without knowledge or information sufficient to form a belief as to the

truth of the allegation contained in Paragraph 56 and calls upon the Plaintiff to prove same.

57. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 57 and calls upon the Plaintiff to prove same.

The Hwy 25N Site

58. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 58 and calls upon the Plaintiff to prove same.

59. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 59 and calls upon the Plaintiff to prove same.

60. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 60 and calls upon the Plaintiff to prove same.

The I-59N Site

61. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 61 and calls upon the Plaintiff to prove same.

62. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 62 and calls upon the Plaintiff to prove same.

63. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 63 and calls upon the Plaintiff to prove same.

The Lado Road Site

64. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 64 and calls upon the Plaintiff to prove same.

65. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 65 and calls upon the Plaintiff to prove same.

66. The Defendant is without knowledge or information sufficient to form a belief as to the

truth of the allegation contained in Paragraph 66 and calls upon the Plaintiff to prove same.

The Lake Site

67. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 67 and calls upon the Plaintiff to prove same.

68. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 68 and calls upon the Plaintiff to prove same.

69. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 69 and calls upon the Plaintiff to prove same.

The Lutz Site

70. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 70 and calls upon the Plaintiff to prove same.

71. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 71 and calls upon the Plaintiff to prove same.

72. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 72 and calls upon the Plaintiff to prove same.

The Mauvilla Site

73. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 73 and calls upon the Plaintiff to prove same.

74. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 74 and calls upon the Plaintiff to prove same.

75. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 75 and calls upon the Plaintiff to prove same.

76. The Defendant is without knowledge or information sufficient to form a belief as to the

truth of the allegation contained in Paragraph 76 and calls upon the Plaintiff to prove same.

The Milton East Site

77. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 77 and calls upon the Plaintiff to prove same.

78. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 78 and calls upon the Plaintiff to prove same.

79. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 79 and calls upon the Plaintiff to prove same.

80. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 80 and calls upon the Plaintiff to prove same.

The MLK Site

81. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 81 and calls upon the Plaintiff to prove same.

82. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 82 and calls upon the Plaintiff to prove same.

83. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 83 and calls upon the Plaintiff to prove same.

84. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 84 and calls upon the Plaintiff to prove same.

The Nacogdoches Site

85. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 85 and calls upon the Plaintiff to prove same.

86. The Defendant is without knowledge or information sufficient to form a belief as to the

truth of the allegation contained in Paragraph 86 and calls upon the Plaintiff to prove same.

87. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 87 and calls upon the Plaintiff to prove same.

The Nordyne-B Site

88. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 88 and calls upon the Plaintiff to prove same.

89. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 89 and calls upon the Plaintiff to prove same.

90. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 90 and calls upon the Plaintiff to prove same.

91. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 91 and calls upon the Plaintiff to prove same.

The Roofers Supply Site

92. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 92 and calls upon the Plaintiff to prove same.

93. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 93 and calls upon the Plaintiff to prove same.

94. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 94 and calls upon the Plaintiff to prove same.

95. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 95 and calls upon the Plaintiff to prove same.

96. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 96 and calls upon the Plaintiff to prove same.

The Sunflower Site

97. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 97 and calls upon the Plaintiff to prove same.

98. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 98 and calls upon the Plaintiff to prove same.

99. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 99 and calls upon the Plaintiff to prove same.

100. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 100 and calls upon the Plaintiff to prove same.

The Sunflower Site Modifications

101. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 101 and calls upon the Plaintiff to prove same.

102. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 102 and calls upon the Plaintiff to prove same.

The UWF Hospital Site

103. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 103 and calls upon the Plaintiff to prove same.

104. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 104 and calls upon the Plaintiff to prove same.

105. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 105 and calls upon the Plaintiff to prove same.

III. The Factoring Agreement

106. The Defendant denies so much of Paragraph 106 as alleges that Capital Factors, Inc. entered

into an on-line factoring agreement with JLB; in further answering, the Defendant states that 21 Capital Corporation entered into a factoring agreement with JLB; the Defendant denies the remainder of Paragraph 106.

107. Admitted.

108. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 108 and calls upon the Plaintiff to prove same.

109. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 109 and calls upon the Plaintiff to prove same.

110. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 110 and calls upon the Plaintiff to prove same.

IV. Liens

111. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 111 and calls upon the Plaintiff to prove same.

112. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 112 and calls upon the Plaintiff to prove same.

113. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 113 and calls upon the Plaintiff to prove same.

114. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 114 and calls upon the Plaintiff to prove same.

115. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 115 and calls upon the Plaintiff to prove same.

V. The Final Amounts Due and Owing

116. The Defendant is without knowledge or information sufficient to form a belief as to the

truth of the allegation contained in Paragraph 116 and calls upon the Plaintiff to prove same.

117. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 117 and calls upon the Plaintiff to prove same.

118. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 118 and calls upon the Plaintiff to prove same.

119. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 119 and calls upon the Plaintiff to prove same.

120. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 120 and calls upon the Plaintiff to prove same.

121. Denied.

CLAIMS FOR RELIEF

COUNT I (Breach of Contract) (American Tower Corporation v. J.L.B. Construction, Inc.)

122. No response required.

123. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 123 and calls upon the Plaintiff to prove same.

124. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 124 and calls upon the Plaintiff to prove same.

125. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 125 and calls upon the Plaintiff to prove same.

126. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 126 and calls upon the Plaintiff to prove same.

COUNT II (Fraud)

(American Tower Corporation v. J.L.B. Construction, Inc.)

127. No response required.
128. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 128 and calls upon the Plaintiff to prove same.
129. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 129 and calls upon the Plaintiff to prove same.
130. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 130 and calls upon the Plaintiff to prove same.
131. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 131 and calls upon the Plaintiff to prove same.
132. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 132 and calls upon the Plaintiff to prove same.

COUNT III
(Indemnification)
(American Tower Corporation v. J.L.B. Construction, Inc.)

133. No response required.
134. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 134 and calls upon the Plaintiff to prove same.
135. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 135 and calls upon the Plaintiff to prove same.
136. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 136 and calls upon the Plaintiff to prove same.
137. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 137 and calls upon the Plaintiff to prove same.

138. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 138 and calls upon the Plaintiff to prove same.

139. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 139 and calls upon the Plaintiff to prove same.

140. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 140 and calls upon the Plaintiff to prove same.

141. Admitted.

142. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 142 and calls upon the Plaintiff to prove same.

143. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 143 and calls upon the Plaintiff to prove same.

144. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 144 and calls upon the Plaintiff to prove same.

145. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 145 and calls upon the Plaintiff to prove same.

COUNT IV
(Contribution)
(American Tower Corporation v. J.L.B. Construction, Inc.)

146. No response required.

147. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 147 and calls upon the Plaintiff to prove same.

148. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 148 and calls upon the Plaintiff to prove same.

149. The Defendant admits that JLB entered into a factoring agreement with Capital; further

answering, the Defendant states that it is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 149 and calls upon the Plaintiff to prove same.

150. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 150 and calls upon the Plaintiff to prove same.

151. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 151 and calls upon the Plaintiff to prove same.

COUNT V
(Interpleader)
(American Tower Corporation v. All Defendants)

152. No response required.

153. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 153 and calls upon the Plaintiff to prove same.

154. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 154 and calls upon the Plaintiff to prove same.

155. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 155 and calls upon the Plaintiff to prove same.

156. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 156 and calls upon the Plaintiff to prove same.

157. The Defendant denies so much of Paragraph 157 as alleges that Capital Factors, Inc. entered into an on-line factoring agreement with JLB; in further answering, the Defendant states that 21 Capital Corporation entered into a factoring agreement with JLB; the Defendant denies the

remainder of Paragraph 157.

158. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 158 and calls upon the Plaintiff to prove same.

159. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 159 and calls upon the Plaintiff to prove same.

160. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 160 and calls upon the Plaintiff to prove same.

161. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 161 and calls upon the Plaintiff to prove same.

162. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 162 and calls upon the Plaintiff to prove same.

163. Denied.

164. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 164 and calls upon the Plaintiff to prove same.

165. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 165 and calls upon the Plaintiff to prove same.

166. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 166 and calls upon the Plaintiff to prove same.

COUNT VI
(Declaratory Relief)
(American Tower Corporation v. All Defendants)

167. No response required.

168. The Defendant is without knowledge or information sufficient to form a belief as to the

truth of the allegation contained in Paragraph 168 and calls upon the Plaintiff to prove same.

169. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 169 and calls upon the Plaintiff to prove same.

170. The Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegation contained in Paragraph 170 and calls upon the Plaintiff to prove same.

WHEREFORE, the Defendant 21st Capital Corporation requests an award of its full damages, trial by jury on all counts and for such other relief that this Honorable Court deems just and equitable.

AFFIRMATIVE DEFENSES

1. Plaintiff's Complaint fails to state a claim upon which relief can be granted.
2. This Court does not have jurisdiction to prohibit 21st Capital Corporation from exercising its rights under the lien or Uniform Commercial Code statutes of the states in which the Defendant has granted any lien or security interest.

For the Defendant,
21st Capital Corporation

Henry N. Goldberg (BBO #197520)
John L. Hause (BBO #645425)
ARNOWITZ & GOLDBERG
1208 V.F.W. Parkway
Suite 203
Boston, MA 02132
(617) 323-3900

CROSS-CLAIM

1. Plaintiff-in-Cross-Claim is 21st Capital Corporation, ("Capital") a corporation incorporated under the laws of the State of California having its principal place of business at 23852 Pacific Coast Highway, #600, Malibu, California 90265.
2. Defendant-in-Cross-Claim is J.L.B. Construction, Inc., ("JLB") a corporation incorporated under the laws of the state of Iowa having its principal place of business at 1030 Donna Street, Denver, Iowa 50622, with a former address of 241 West Franklin Street, Denver, Iowa 50622 and also having a former address of 2327 Falls Avenue, Suite 4, Waterloo, Iowa 50701.
3. This Court has jurisdiction over this Cross-Claim by reason of compete diversity of citizenship and 28 U.S.C.A. § 1337.

COUNT I
Breach of Contract

4. JLB and Capital entered into an Accounts Receivable Factoring Agreement a copy of which is annexed hereto as Exhibit "A" and made a part hereof, whereby JLB sold, assigned and transferred certain of its accounts receivable to Capital.
5. Capital has fully performed under the Accounts Receivable Factoring Agreement but JLB has breached the Accounts Receivable Factoring Agreement.
6. Section Ten (10) of the Accounts Receivable Factoring Agreement provides for the accrual of interest in favor of Capital in the amount .25% per diem on any shortage incurred by Capital.
7. Section Eleven (11) of the Accounts Receivable Factoring Agreement provides for the collection of reasonable attorney's fees.
8. JLB owes Capital Fifty One Thousand Two Hundred Eighty-Three and 00/100 (\$51,283.00) dollars under the Accounts Receivable Factoring Agreement plus interest thereon at a rate of .25%

per diem plus reasonable attorney's fees all in accordance with statement of account annexed hereto as Exhibit "B".

WHEREFORE, Plaintiff demands judgment in the amount of Fifty One Thousand Two Hundred Eighty-Three and 00/100 (\$51,283.00) dollars, costs, interest and reasonable attorney's fees.

COUNT II
Declaratory Relief

9. Capital restates and incorporates by reference each of the allegations contained in the preceding paragraphs of its Cross-Claim.

10. On or about January 16, 2004, JLB granted a security interest in all of its assets to Capital pursuant to the Accounts Receivable Factoring Agreement.

11. Said security interest was perfected by the filing of a UCC Financing Statement on January 16, 2004. A copy of the said UCC Financing Statement is annexed hereto as Exhibit "C".

12. No additional UCC Financing Statements have been filed with the Iowa Secretary of State's Office.

WHEREFORE, Capital requests this Court to:

a. Enter a declaratory judgment that JLB granted a security interest in all its assets to Capital as evidenced by the UCC Financing Statement filed with the Iowa Secretary of State on January 16, 2004.

b. Enter a declaratory judgment that no additional UCC Financing Statements have been filed with the Iowa Secretary of State's Office.

c. Enter a declaratory judgment that Capital is the first priority creditor as to all the creditors of JLB.

d. Enter a declaratory judgment that Capital is entitled to recover Fifty One Thousand Two Hundred Eighty-Three and 00/100 (\$51,283.00) dollars, costs, interest and reasonable attorney's fees.

e. Enter a declaratory judgment that Capital recover its damages before any further distribution is made from the proceeds of the funds deposited into Court by American Tower.

f. Grant such further relief as the Court deems just and equitable.

**THE PLAINTIFF-IN-CROSS-CLAIM DEMANDS A TRIAL BY JURY ON ALL
ISSUES SO TRIABLE.**

For the Defendant,
21st Capital Corporation


Henry N. Goldberg (BBO #197520)
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